UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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| ОМВ АРРЕ | ROVAL |
| OMB Number: Expires: | 3235-0076 April 30, 2008 |
| Estimated average thours per response. | |

SEC USE ONLY

DATE RECEIVED

Serial

Prefix

| | | • | | L | | | |
|--|--|--|------------|------------------|---------------|------------|---|
| Name of Offering (☐ check if this is an amendr | ment and name has ch | anged, and indicate of | hange.) | | | | |
| FrontPoint Offshore Financial Services Fund, L | | angua, ana malaata t | , | | | | |
| Filing Under (Check box(es) that apply): | ☐ Rule 504 | ☐ Rule 505 | □ Rule 506 | ☐ Section | n 4(6) | ULOE | |
| Type of Filing: ☐ New Filing ☐ | Amendment | | | | | π.· | |
| | A. BASII | CIDENTIFICATION (| DATA | | | | |
| 1. Enter the information requested about the is | suer | | | | | | |
| Name of Issuer (check if this is an amer | ndment and name has | changed, and indicat | e change.) | | | | , |
| Address of Executive Offices | (Number and Street, | City, State, Zip Code |) | Telephone Number | er (Including | Area Code) | |
| 2 Greenwich Plaza, Greenwich, CT 06830 | | | | | | | |
| Address of Principal Business Operations | (Number and Street, | City, State, Zip Code |) | Telephone Number | er (Including | Area Code) | |
| (if different from Executive Offices) | | | | | | | |
| | CESSED 2 8 2005 (V OMSON | 050 | 67802 | | | | |
| Type of Business Organization ☐ corporation ☐ Fire | All miled partnershi | p, already formed | • | other (please s | specify): | | |
| ☐ business trust | limited partnershi | p, to be formed | • | | | | |
| Actual or Estimated Date of Incorporation or Or | • | Month | Year | ☐ Actual | | Estimated | |
| Jurisdiction of Incorporation or Organization: | 1 — · · · · · · · · · · · · · · · · · · · | . Postal Service abbro for other foreign jurisd | | e: | | | |

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (05-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Type of Security Offering Price Already Sold Debt..... \$ Equity ☐ Common ☐ Preferred Convertible Securities (including warrants) Partnership Interests.... \$213,361,713 \$213,361,713 \$ \$ Other (Specify ____ Total \$213,361,713 \$213,361,713 Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number Investors of Purchases \$213,361,713 Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of offering Security Sold Rule 505 Regulation A..... Rule 504 \$ Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

| Transfer Agent's Fees | \$ |
|--|----|
| Printing and Engraving Costs | |
| Legal Fees | |
| Accounting Fees | |
| Engineering Fees | |
| Sales Commissions (specify finders' fees separately) | |
| Other Expenses (identify) | \$ |
| Total | \$ |
| - | |

| b. Enter the difference between the aggreg Question 1 and total expenses in response | pate offering price given in response to Part C e to Part C – Question 4.a. This difference is | \$213,361,713 | | | |
|--|--|---------------|--|-------------|---|
| to be used for each of the purposes shown. | oss proceeds to the issuer used or proposed If the amount for any purpose is not known, left of the estimate. The total of the payments is to the issuer set forth in response to Part C | | | | |
| | | | Payments to Officers, Directors & Affiliates | | Payments To Others |
| Salaries and fees | | | \$ | | \$ |
| Purchase of real estate | | | \$ | | \$ |
| Purchase, rental or leasing and installati | on of machinery and equipment | | \$ | | \$ |
| Construction or leasing of plant buildings | and facilities | | \$ | | \$ |
| | g the value of securities involved in this or the assets or securities of another issuer | | \$ | | \$ |
| | | | | | \$ |
| ' • | | | \$ \$ | | \$ |
| Other (specify): Investment in limited | | | \$ | | \$213,361,713 |
| | | | \$ | | \$ |
| | | | \$ | \boxtimes | \$213,361,713 |
| Total Payments Listed (column totals added) | | | | | 3 |
| | D. FEDERAL SIGNATURE | | | 14 | a de la companya de |
| ne issuer has duly caused this notice to be signed onstitutes an undertaking by the issuer to furnish rnished by the issuer to any non-accredited invest | by the undersigned duly authorized person. If to the U.S. Securities and Exchange Commission | this r | notice is filed under Rule | 505, t | he following signatu |
| suer (Print or Type) | Signature | | Date | | |
| ontPoint Offshore Financial Services Fund, L.P. | pil pil | | October 11, 2005 | | |
| ame of Signer (Print or Type) | Title of Signer (Print or Type) | | | | |
| thur Lev | Senior Vice President of FrontPoint Financial Services Fund GP, LLC, general partner of the Issuer | | | | |

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

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